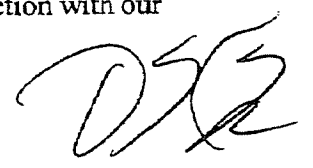


DECLARATION OF DAVID WHITCOMB

I am a member of the ATD Group, defined below, and I make this declaration in support of the motion by the ATD Group for appointment as lead plaintiff in the Citigroup securities class action litigation. I was a co-founder of ATD. As non-executive Chairman of ATD's Board and a member of the Board's "Special Committee" on policy regarding the negotiations, I was personally aware of all of the negotiations. In that capacity, I am aware of any representations that Citigroup made and information that Citigroup provided to the ATD Group in connection with our decision to acquire Citigroup shares in exchange for our interest in ATD.



The ATD Group

The ATD Group comprises former employees and/or directors of Automated Trading Desk, Inc. (AATD@) who received Citigroup stock as part of the consideration of our agreement on June 30, 2007, to sell ATD to Citigroup. We jointly seek representation for our claims against Citigroup, having jointly decided how to proceed with those claims. I know the other members of the ATD Group and have known them for years. The ATD Group is not an artificial group of unrelated investors that was joined by lawyers for the purpose of this lawsuit.

Our Acquisition of Citigroup Stock

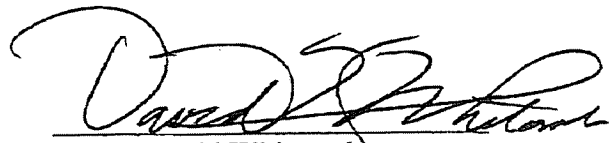
When we negotiated the sale of ATD to Citigroup, a large portion of the consideration was in the form of Citigroup common stock, priced at \$52.0421 per share, the price at which the stock was trading publicly on the New York Stock Exchange.. The documents that were executed in connection with the ATD acquisition and receipt of Citigroup shares specifically referred us to Citigroup's SEC filings and Citigroup's internet website for information concerning Citigroup. Similarly, the acquisition documents stated that for information concerning the risks associated with

the business of Citigroup and with owning Citigroup common stock, we should look at Citigroup=s annual report on Form 10-K for the fiscal year ended December 31, 2006 that Citigroup filed with the SEC on February 23, 2007. I can affirm that these publicly available materials represented the sole sources of information that the ATD Group had respecting the financial condition of Citigroup.

To put a sharp point on it, neither I, nor any of the other members of the ATD Group, was provided with access to any non-public information concerning Citigroup=s finances, assets, business or value. Nor did we receive any non-public representations concerning Citigroup's financial condition or prospects. In determining whether to agree to acquire Citigroup stock in consideration for our sale of ATD we relied on: a) our general belief that Citigroup=s publicly traded stock price was an accurate reflection of all material publicly-known information about Citigroup; and b) the accuracy of the information in Citigroup=s annual and quarterly reports and other SEC filings.

I declare under penalty of perjury that the foregoing is true and accurate.

Dated: December 31, 2007


David Whitcomb